

# EXHIBIT 5

**From:** Laurence Huen <vancouver\_blue\_junior@yahoo.com>  
**Sent:** Friday, June 14, 2013 12:59 PM  
**To:** Peter Ni  
**Subject:** Fwd: Joe事及收購進程

倪總：  
請參考。

Laurence 禰

**From:** Laurence <vancouver\_blue\_junior@yahoo.com>  
**Date:** 14 June, 2013 12:55:56 PM PDT  
**To:** David Shen <syntadavid@gmail.com>, Sylvia Shen <shentakuo@gmail.com>, Jack Chen <kciackchen@gmail.com>  
**Subject:** Joe事及收購進程

David, Sylvia, Jack:

以下為我們馬上進入之動作：（原文是寫給律師：意在通知他們用一點小技巧把NDA延至今天傍晚才交付Meade;這樣DD能晚個一、二天（Meade只允七天完成DD - 故意用不合理手段迫我們知難而退）。Joe已於前天組織好會計師團隊（Windes McClaury),就準備功夫，同時也知會了Windes的墨西哥辦公室會計師隨時進入廠房作DD。

18號星期二

- Joe於Celestron全體員工宣布退休，但退休後之去向將不予公開（倪總已簽Sunny顧問合約）
- 相關媒體報導
- 簽 " 離開合約 "

19號星期三

- Joe正式為Sunny全面處理收購事宜
- Dave正式交接CEO(我們要另函處理)，再不涉收購事

時間不是我們的朋友，大家要配合大家。

Laurence

Laurence iPad

Begin forwarded message:

**From:** DAVE ANDERSON <DANDERSON@celestron.com>  
**Date:** 14 June, 2013 9:59:37 AM PDT  
**To:** Jason Schendel <JSchendel@sheppardmullin.com>, "wchuchawat@sheppardmullin.com" <wchuchawat@sheppardmullin.com>

**EXHIBIT 303**

JOSEPH LUPICA  
Optronic vs. Ningbo

S. Sullivan, CSR 11/16/18

Cc: "Laurence Huen ([vancouver\\_blue\\_junior@yahoo.com](mailto:vancouver_blue_junior@yahoo.com))"  
<[vancouver\\_blue\\_junior@yahoo.com](mailto:vancouver_blue_junior@yahoo.com)>, JOE LUPICA <[JLUPICA@celestron.com](mailto:JLUPICA@celestron.com)>  
Subject: NDA

Jason and Will,

Attached please find a copy of the NDA signature page executed by Mr Ni.

As you are aware we are trying to buy a couple of days for Joe to pull a team together prior to the beginning of the due diligence process.

The following is a timeline that we using for our internal coordination:

June 18<sup>th</sup> (Tuesday)

- Joe will resign as CEO of Celestron.
- A press release will be issued notifying all of Joe's resignation.
- A separation agreement will be executed effective June 18<sup>th</sup>.

June 19<sup>th</sup> (Wednesday)

- Joe officially begins as a consultant to Sunny.
- Consulting agreement commences June 19<sup>th</sup>.
- Joe will be the sole Sunny representative in the US.
- Dave will no longer participate in the process.
  - Dave should be removed from the communication channel.

The plan was structured anticipating a response from the board by Tuesday (or seven days). Obviously things are moving very quickly and we will adapt as required. We are using the above time line for all agreements and documentation of Joe's resignation and pending consultancy for Sunny. At this time all agreements have been approved and agreed to by all parties. If necessary we can make alterations if required but would prefer to adhere to the schedule.

Thanks,

Dave Anderson  
*President & COO*

Email: [danderson@celestron.com](mailto:danderson@celestron.com)  
Ph: 310-328-9560 Ext. 211  
Fx: 310-291-7429



2835 Columbia Street | Torrance, CA 90503 | [www.celestron.com](http://www.celestron.com)

Ningbo Sunny Electronic Co., Ltd.  
June 13, 2013  
Page 6 of 6

If you are in agreement with the foregoing, please so indicate by signing, dating and return one copy of this Agreement, which will constitute our agreement with respect to the matters set forth herein.

Very truly yours,

MEADE INSTRUMENTS CORP.

By: \_\_\_\_\_  
John A. Elwood

his: Senior Vice President -- Finance & Administration  
Chief Financial Officer and Secretary

Confirmed and Agreed to:

NINGBO SUNNY ELECTRONIC CO., LTD.

By: \_\_\_\_\_  
Peter Ni

his: President & General Manager

Date: 06-13-2013 06-13-2013